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SCOTT H. LUTWAK, C.P.A.  
Certified Public Accountant  
1191 E. NEWPORT CENTER DRIVE - SUITE 208  
DEERFIELD BEACH, FL 33442  
(954) 426-4480

February 7, 1999

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

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-02/10/99--01032--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Spondre, Inc.

Gentlemen:

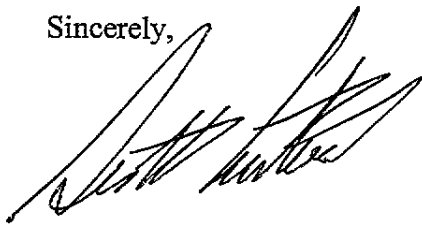
Enclosed herewith please find the following:

1. Check payable to "Department of State" for \$70.00.
2. Articles of Incorporation for Spondre, Inc.

I would greatly appreciate it if you would expedite the processing of this incorporation.

Please do not hesitate to contact me should you have any questions.

Sincerely,



Scott H. Lutwak

SHL/gg  
Enc.

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

SPONDRE, INC..

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The Name of the corporation shall be:

SPONDRE, INC.

The address of the principal office of this corporation shall be 6776 PAUL MAR DRIVE, LANTANA, FLORIDA, 33462, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1191 East Newport Center Drive, Suite 208, Deerfield Beach, Florida, 33442, and the name of the initial registered agent of the corporation at that address is Scott H. Lutwak, C.P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

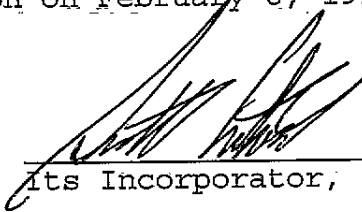
Cecilia Spondre  
6776 Paula Mar Drive  
Lantana, FL 33462

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Scott H. Lutwak  
1191 E. Newport Center Drive  
Suite 208  
Deerfield Beach, FL 33442

The undersigned incorporator has executed these Articles of Incorporation on February 8, 1999.

  
Its Incorporator, Scott H. Lutwak

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Scott H. Lutwak, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SPONDRE, INC.

Scott H. Lutwak is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Scott H. Lutwak

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS